

**UNITED STATES DISTRICT COURT
EASTERN DISTRICT OF PENNSYLVANIA**

In re WELLBUTRIN SR
ANTITRUST LITIGATION

THIS DOCUMENT RELATES TO:

ALL END-PAYOR CLASS ACTIONS

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) Civil Action No.: 04-cv-5898
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) Judge Lawrence F. Stengel
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**PLAINTIFFS' UNOPPOSED MOTION FOR PRELIMINARY
APPROVAL OF TPP CLASS SETTLEMENT**

Plaintiffs Government Employees Health Association, Inc., IBEW - NECA Local 505 Health & Welfare Plan, A.F. of L. - A.G.C. Building Trades Welfare Plan, United Food and Commercial Workers Unions and Employers Midwest Health Benefits Fund, and Sidney Hillman Health Center of Rochester, Inc. (collectively "class plaintiffs"), by their counsel ("proposed class counsel"), move for an order pursuant to Fed. R. Civ. P. 23(e):

1. Certifying, for settlement purposes, a proposed class of third party payors who, at any time during the period March 1, 2002 to December 31, 2006, paid or reimbursed for 100 mg and/or 150 mg Wellbutrin SR and/or its AB-rated generic equivalents, in the states of Arizona, Arkansas, California, Iowa, Florida, Massachusetts, Michigan, Minnesota, Missouri, Nevada, North Carolina, Pennsylvania, West Virginia and Wisconsin (the "class");
2. Granting preliminary approval of a settlement of this action between the class and defendant SmithKline Beecham Corporation d/b/a GlaxoSmithKline ("GSK");
3. Approving the proposed form and manner of notice to the class, plan of distribution, and claim form;
4. Approving the proposed plan of allocation;
5. Appointing Rust Consulting, Inc. as settlement administrator;

6. Appointing Citizens Bank as escrow agent, approving the form of escrow agreement; and
7. Authorizing a proposed schedule for completing the approval process.

In support of this motion, class plaintiffs submit, as more fully described in their accompanying memorandum of law in support of the unopposed preliminary approval motion and exhibits thereto, that the settlement represents a beneficial result to the class in that it provides a cash payment to the class of \$21.5 million in exchange for certain releases to GSK, and an agreement to dismiss this action with prejudice, as set forth in detail in the settlement agreement, annexed as Exhibit A to the accompanying memorandum of law. By this motion, plaintiffs also:

1. Submit for approval proposed forms of notice including procedures for objecting to the settlement, and plan for class members to be notified of the settlement by a combination of direct mail notice, supplemental publication notice in a widely-read insurance industry trade publication and in *The Wall Street Journal*, as well as an online informational website.
2. Submit for approval a proposed plan of distribution calling for the distribution of the settlement amount, net of attorneys' fees and expenses, class contribution awards, and other costs as shall be allowed by the Court, to all class members *pro rata* based on their purchases of 100mg and 150mg Wellbutrin SR and/or the AB-rated generic equivalents during the class period.
3. Propose Rust Consulting, Inc. ("Rust") as settlement administrator. Rust is a highly experienced settlement administrator with special proficiency in the administration of claims involving purchases of pharmaceutical products.
4. Propose Citizens Bank as escrow agent to administer the settlement fund. Citizens Bank's most direct corporate parent was established in 1828. Citizens Bank's parent has approximately \$132 billion in assets and operates 1,400 bank branches across 12 states. Citizens Bank was approved by the Court as escrow agent in the direct purchaser settlement.
5. Propose the following schedule for the provision of notice to class members of the settlement, class counsel's application for attorneys' fees, costs, and class representative contribution awards, class members' filing of any objections to the settlement, and the holding of the hearing on final approval:

Within 10 days from the filing of this motion.	GSK shall send notices pursuant to the Class Action Fairness Act. ¹
Within 30 days from entry of preliminary approval order.	Notice is mailed to the third-party payors identified in Rust Consulting's proprietary database.
Within 60 days from entry of preliminary approval order.	Notice is published in the paid media identified in Kinsella Media's notice program.
Within 90 days from entry of preliminary approval order.	Class counsel will submit their motion for attorney fees, expenses, and contribution awards to the class representatives.
Within 120 days from entry of preliminary approval order.	Class members may submit any objection to the settlement or submit notice to be excluded from the settlement class; and if they wish to participate in the settlement they must submit their claim.
Within 150 days from entry of preliminary approval order.	Class counsel will submit a motion and memorandum in support of final approval of the settlement.
On a date to be set by the Court following class counsel's submission of a motion for final approval. ²	Court holds a final fairness hearing.

WHEREFORE, based on the foregoing, and for the reasons set forth in the accompanying memorandum of law and exhibits, plaintiff's motion should be granted.

¹ Pursuant to the Class Action Fairness Act of 2005 ("CAFA"), GSK is required to serve proposed settlement documents (*i.e.*, a copy of the settlement agreement, the complaint, notice of scheduled hearings, and any proposed or final orders or judgments) on appropriate state and federal officials, including the U.S. Attorney General; state attorneys general for each state in which class members reside; and licensing or regulatory bodies, within 10 days of filing a proposed settlement with the Court. *See* 28 U.S.C. §1715.

² An order giving final approval of a proposed settlement may not be issued earlier than 90 days after the date on which officials are served with notice of the settlement under CAFA.

Dated: December 21, 2012

/s/ Joseph H. Meltzer

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Proposed Class Counsel for the Proposed Class of Third Party Payors

CERTIFICATE OF SERVICE

I hereby certify that I have this day filed and served through the Court's ECF system a true and correct copy of the foregoing.

/s/ Joseph H. Meltzer